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**MARVEL TEAM-UP<sup>®</sup>**

FEATURING

# SPIDER-MAN AND *RED SONJA*

MARVEL  
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ENTERTAINMENT



## SWORD OF THE SHE-DEVIL!





SEVEN YEARS AGO THIS MONTH, ROY THOMAS AND ROSS ANDRU BEGAN A TRIUMPHANT NEW CHAPTER IN THE LIFE OF THE AMAZING SPIDER-MAN, WITH THE CREATION OF MARVEL TEAM-UP. TODAY, THAT MILESTONE IS BOTH CELEBRATED AND REAFFIRMED AS...

STAN LEE PRESENTS: **SPIDER-MAN AND RED SONJA!**

# SWORD of the SHE-DEVIL

by CHRIS CLAREMONT & JOHN BYRNE  
AUTHOR / CO-PLOTTERS / PENCILER

FRIDAY, 22 DECEMBER 1978. IT'S THE WINTER SOLSTICE, THE LONGEST NIGHT OF THE YEAR AND—THOUGH SPIDER-MAN DOESN'T KNOW IT YET AS HE SWINGS DOWN FIFTH AVENUE, OBVIOUS TO THE CHRISTMAS CAROLERS IN FRONT OF THE METROPOLITAN MUSEUM OF ART—

—IT'S ABOUT TO BECOME THE LONGEST NIGHT OF HIS LIFE.

OK, BROTHER! I PROMISED ROBBIE ROBERTSON I'D MEET HIM HOURS AGO! BUT I LOST TRACK OF TIME UP AT Cissy's.

I HOPE THEY GOT THINGS SET UP WITHOUT ME.

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AT THAT MOMENT, INSIDE THE MUSEUM, SECURITY GUARD GUS HOVANNES IS BEGINNING HIS EVENING ROUNDS...



... I THOUGHT WE'D NEVER GET THIS PLACE CLEARED OUT.

WHAT WITH THE CHRISTMAS SEASON AN' ALL THE NEW EXHIBITS, THIS PLACE WAS WALL-TO-WALL PEOPLE.

WORSE THAN THE 'A'-TRAIN AT RUSH HOUR. IN TWENTY YEARS HERE, I NEVER SEEN SUCH CROWDS.

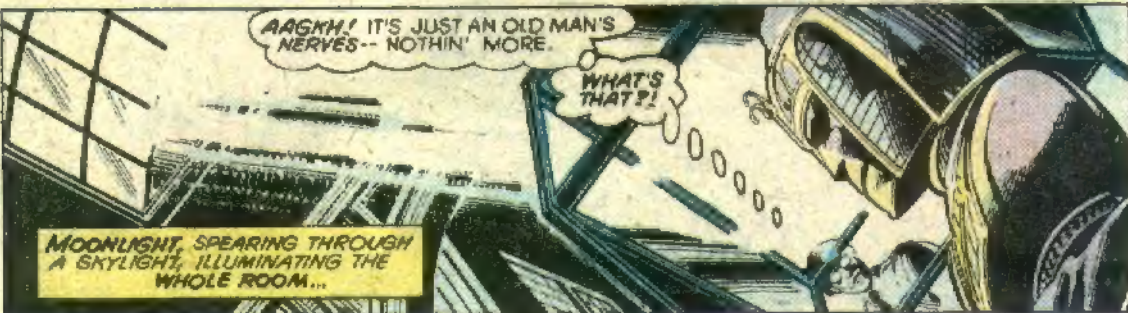


FUNNY, THOUGH. I'M KINDA SORRY THEY'RE GONE.

MAKES A BODY REALIZE HOW BIG THIS PLACE IS, HOW EMPTY IT CAN FEEL.



WHAT'S **WRONG** WITH ME?! I WAS A COP FOR TEN YEARS, A GUARD FOR TWENTY-- AN' TONIGHT, OUTTA THE BLUE, I'M **SPOOKED**, LIKE A FIRST-DAY ROOKIE!



AAGGH! IT'S JUST AN OLD MAN'S NERVES-- NOTHIN' MORE.

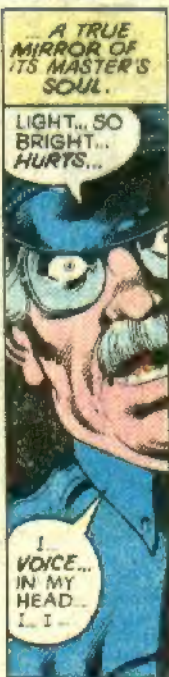
WHAT'S THAT?!

MOONLIGHT, SPEARING THROUGH A SKYLIGHT, ILLUMINATING THE WHOLE ROOM...



...BUT, SOMEHOW, CONCENTRATING ITS RAYS ON ONE ARTIFACT IN PARTICULAR.

AN AMULET, BLACKER THAN ONYX...



... A TRUE MIRROR OF ITS MASTER'S SOUL.

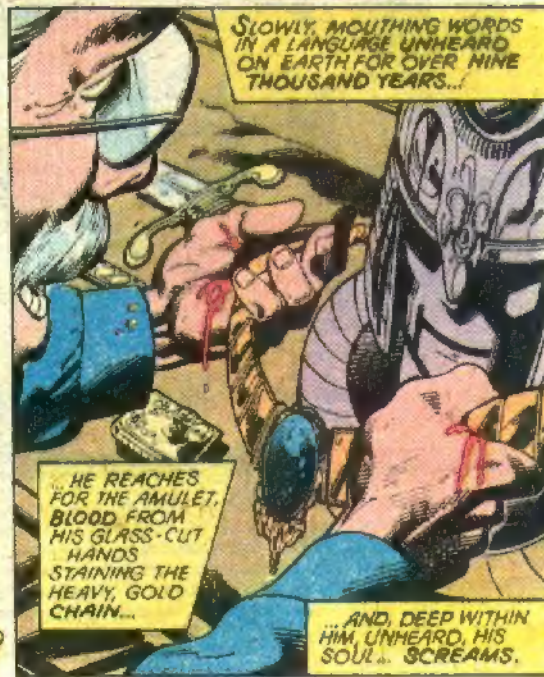
LIGHT... SO BRIGHT... HURTS...

I VOICE... IN MY HEAD... I I



MUST... OBEY...

SKASH

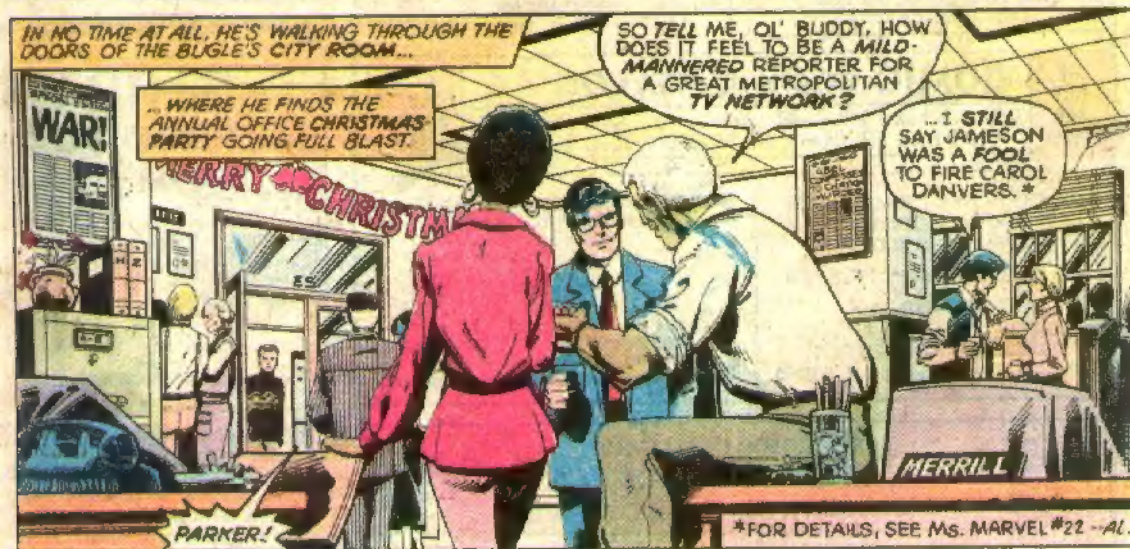


SLOWLY, MOUTHING WORDS IN A LANGUAGE UNHEARD ON EARTH FOR OVER NINE THOUSAND YEARS...

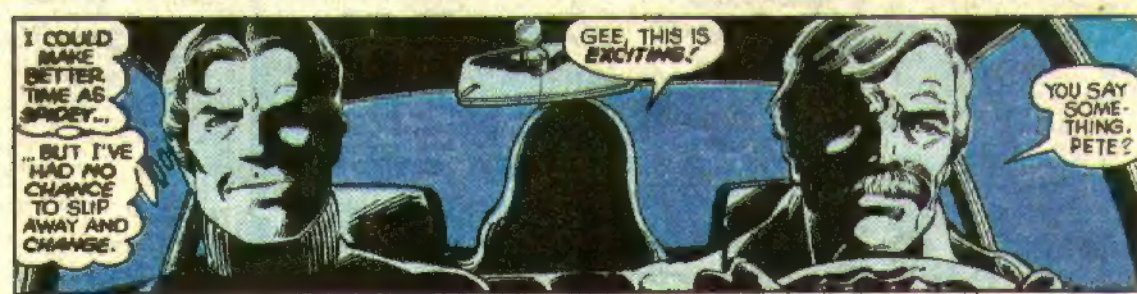
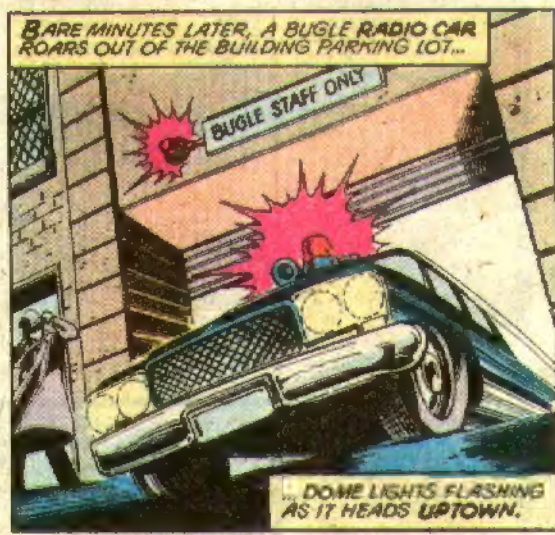
... HE REACHES FOR THE AMULET, BLOOD FROM HIS GLASS-CUT HANDS STAINING THE HEAVY, GOLD CHAIN...

... AND, DEEP WITHIN HIM, UNHEARD, HIS SOUL... SCREAMS.













LOOK AT THE SIZE OF THIS CROWD!

FOLLOW ME PETE! WE'RE THE FIRST REPORTERS HERE!

PRESS! GANGWAY-- COMIN' THROUGH!

HOLD IT, LADY!

HEY!

STOP THOSE IDIOTS!



LEGGO-- I'M WITH THEM! HONEST!

PETEY--HELP!

GOOD LORD. THE MUSEUM-- WHAT'S HAPPENING TO THE MUSEUM?!



IT'S AS IF PART OF THE SKY HAD TURNED TO LIVING FLAME.

BEFORE THEIR EYES, A BLOOD-HUED BEAM OF ENERGY LANCES UPWARD FROM THE MUSEUM AS FAR AS THE EYE CAN SEE, WASHING THE LANDSCAPE IN ANGRY, GARISH SHADES OF CRIMSON.

SOMEONE NEAR PETER SCREAMS, A GRIM-FACED POLICE SERGEANT CROSSES HIMSELF, MUTTERS A PRAYER. TO HIM-- TO MANY AROUND HIM-- LOOKING INTO THAT TERRIBLE LIGHT IS LIKE LOOKING THROUGH THE GATES OF HELL.



PETER--WHAT IS IT?! WHAT DOES IT MEAN?!

I WISH I KNEW-- BUT YOU CAN BET I'M GOING TO FIND OUT-- AND FAST!

THIS SOUNDS CRAZY, BUT ALL OF A SUDDEN THERE'S A SENSE OF... EVIL IN THE AIR, SO THICK I CAN TASTE IT.



ANSWER ME, WILLYA, TIGER?! I'M SCARED. I NEED SOME MORAL SUP-- PETER?!!

HE'S GONE!





DARN THE MAN; HE'S DONE IT TO ME AGAIN!

THE MINUTE THE WORLD GOES BLOOEY-- RIGHT WHEN I NEED HIM MOST-- HE **DISAPPEARS!**

WELL, THIS TIME, HE'S NOT GOING TO GET AWAY WITH IT!



I DIDN'T SEE HIM BEHIND THE POLICE LINES, AND IF HE WAS HEADING FOR THE MUSEUM, THIS IS THE ONLY WAY HE COULD HAVE COME.

THAT SIDE DOOR-- IT'S OPEN!



HE-- HE MUST HAVE GONE INSIDE.

OK, PETER-- NO! IT COULD BE DANGEROUS. AND YOU'RE JUST NOT CUT OUT TO BE A HERO.



"COME TO THINK OF IT, NEITHER AM I."

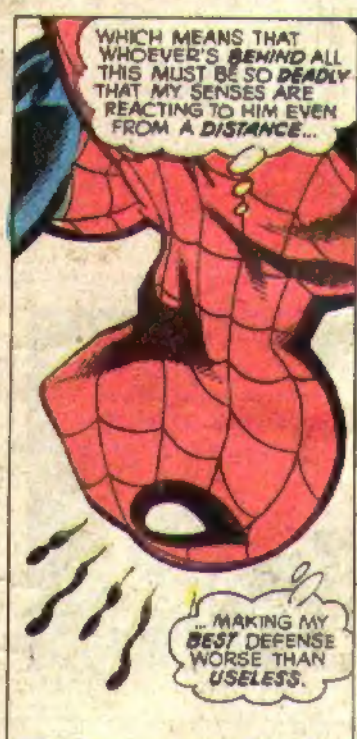
DESPITE HER FEAR, MARY JANE STEPS THROUGH THE DOOR, UNAWARE THAT, NOT FAR AWAY, SOMEONE WHO'S JUST NOT CUT OUT TO BE A HERO...



...IS SEARCHING THE SHADOWED, SILENT HALLS IN A WALL-CRAWLING STYLE UNIQUELY HIS OWN. AND GETTING MORE WORRIED BY THE MINUTE.

I'VE GOT PROBLEMS.

EVER SINCE I ENTERED THE MUSEUM, MY SPIDER-SENSE HAS BEEN GOING LIKE MAD.



WHICH MEANS THAT WHOEVER'S BEHIND ALL THIS MUST BE SO DEADLY THAT MY SENSES ARE REACTING TO HIM EVEN FROM A DISTANCE...

...MAKING MY BEST DEFENSE WORSE THAN USELESS.



WHAT'S TH--  
**YEARRRGH!**

IT'S A CRY BORN MORE OF SHOCK THAN PAIN, AS--FOR A FEW BRIEF CRITICAL SECONDS-- SPIDEY REFUSES TO BELIEVE WHAT'S HAPPENING TO HIM.



...AND, AS IN SO MANY BATTLES, THOSE FEW SECONDS CAN MAKE ALL THE DIFFERENCE.

SLIME-THING...  
TOSSING ME  
LIKE... DOLL...

ITS TOUCH... SO COLD... FEEL FROZEN TO... MARROW  
OF MY BONES. GOTTA PULL... MYSELF TOGETHER... FIGHT!

HE DOES HIS BEST, AS A  
SWARM OF CLAWED,  
CHITTERING THINGS  
DRAG HIM DOWN...

... BUT HIS MOVES ARE SLUGGISH,  
HIS BODY HEAVY AS LEAD, HIS  
FOES NUMBERLESS. HE REFUSES  
TO YIELD, BUT HE KNOWS HE  
CANNOT WIN.

IT'S--  
SPIDER-  
MAN!

HE'S FIGHTING... MONSTERS!  
AND THEY'RE KILLING HIM!

HER FIRST  
THOUGHT IS OF  
FLIGHT, HER  
SECOND-- OF  
HOW SHE  
MIGHT HELP.

GRIPPED BY MORE EMOTIONS THAN  
SHE CAN NAME, MJ STANDS FROZEN,  
UNSURE OF WHAT TO DO.

AND, IN THAT IN-  
STANT, THE DECISION  
IS TAKEN OUT OF  
HER HANDS.

THAT  
SWORD--  
IT'S  
GLOW-  
ING.

LIGHT--  
INSIDE  
MY  
HEAD...

SO  
BRIGHT...  
BUT IT  
DOESN'T  
HURT.

VOICE...  
CALLING...

DON'T  
UNDER-  
STAND...  
BUT I'M NO  
LONGER  
AFRAID...

THE ANCIENT  
BLADE IS HEAVY  
IN HER HAND...

... ALMOST  
IMPOSSIBLE  
TO LIFT.

THE LIGHT--PUREST  
SILVER--SPREADS UP  
HER ARM, ACROSS  
HER BODY, FILLING  
THE ROOM WITH ITS  
ELEMENTAL GLOW.

... AND WITHIN  
THAT ELDRITCH GLOW,  
MARY JANE WATSON  
CEASES TO BE.



IN HER PLACE, A  
LEGEND WALKS  
THE EARTH  
ONCE MORE!

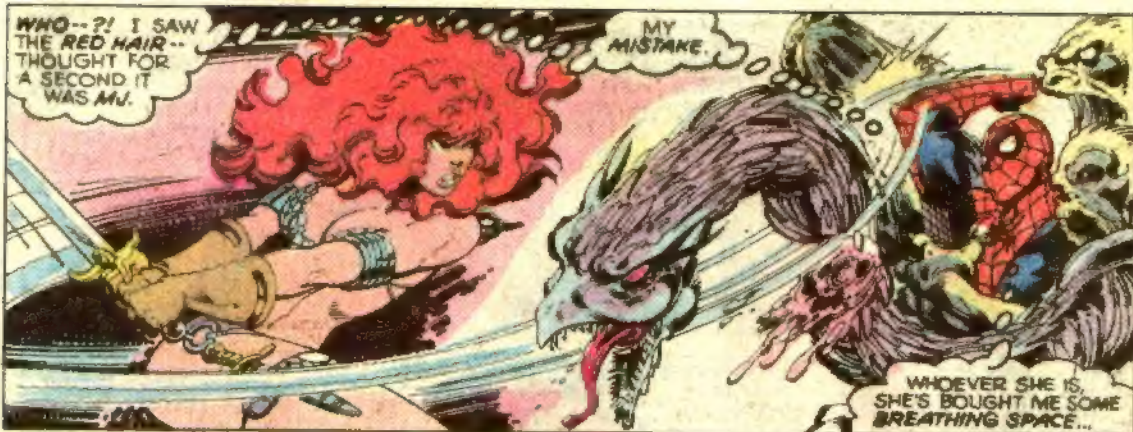
BACK TO YOUR PITS,  
YOU THRICE-DAMNED  
SPAWNS OF HELL, OR  
FACE THE NAKED  
STEEL OF--

**RED  
SONJA\***  
SHE-DEVIL  
OF THE  
HYRKANIAN  
STEPPIES!!

Huh--ZIF?

\*THOSE OF YOU INTERESTED  
IN LEARNING MORE ABOUT  
RED SONJA CAN CHECK OUT  
HER OWN BOOK, ON SALE  
BI-MONTHLY--AL.







ISHTAR'S GIRL! I THOUGHT THIS MERELY A WARRIOR CLAD IN SOME OUTLANDISH HARNESS.

BUT HE RUNS UP THE WALL--ACROSS THE CEILING--LIKE SOME HUMAN SPIDER!

QUIT STRUGGLING, LADY--OK, WHAT'S THE USE? SHE DOESN'T SPEAK ENGLISH, AND HER LANGUAGE SOUNDS LIKE GIBBERISH TO ME.

BETTER TRY SOMETHING ELSE--HABLES ESPANOL? PARLEZ-VOUS FRANCAIS? UH... SPRECHEN SIE DEUTSCH? NO DICE

MITRA TAKE ME FOR A FOOL! THIS CAN'T BE A MAN!

HEY! WHAT'RE YOU DO--  
UNWINGNH!

YOU MAY HAVE ME, MONSTER, BUT YOU'LL NOT KEEP ME WITH-  
OUT A FIGHT!

YOU.. CRAZY--! DON'T HIT--  
YOU'LL MAKE US.

IT'S ANOTHER OF KULAN GATH'S DEMONS, WEARING A MAN'S SHAPE! AND I PLAYED RIGHT INTO ITS HANDS!

FAAALLLLLLL  
TANKUP!

TIME  
PASSES.

ALL THINGS  
CONSIDERED,  
PERHAPS HE  
WAS BETTER  
OFF UN-  
CONSCIOUS.

WHA--?!  
WHERE--?!  
HOW?!

RED!!

MY APOLOGIES,  
WARRIOR IT  
SEEMS, WHERE  
YOU WERE  
CONCERNED, I  
MADE A RARE,  
AND PERHAPS  
FATAL, MISTAKE.

DREAMS  
FADE WITH  
THE DARKNESS  
AS SPIDEY  
SLOWLY PULLS  
HIMSELF  
AWAKE.

YOU'RE WASTING YOUR  
BREATH, FLAME HAIR HE CAN  
NOT UNDERSTAND YOU



CURSE YOU,  
MAGICIAN!  
IF I WERE  
FREE--!

YOU HEAR  
ME IN YOUR  
BARBAROUS  
TONGUE,  
RED SONJA  
IN MINE.

I AM  
KULAN GATH,  
HIGH PRIEST  
OF THE  
NGARAI.

THE PIT-IT'S  
STARTING  
TO BOIL!

SOMETHING'S  
REACHING  
OUT! MY  
GOD-- IT'S  
GOING FOR  
SONJA!

BUT YOU ARE  
NOT. AND  
IN A FEW  
MOMENTS,  
YOU WILL  
BE DEAD.

DON'T CROW  
TOO LOUDLY,  
BUTCHER!  
WHEN LAST  
WE MET, I  
CUT OUT YOUR  
HEART!

MY LIFE IS NOT AS  
OTHER MEN'S, VIXEN  
EVEN AS YOU SLEW MY  
CORPOREAL FORM, I  
TRANSFERRED MY  
SOUL INTO THIS  
AMULET, WHERE I  
WAITED FOR TIME  
WITHOUT END...

I THOUGHT THAT  
NECKLACE LOOKED  
**FAMILIAR. IT'S PART**  
OF A RECENT  
**ARCHEOLOGICAL**  
FIND IN EUROPE

1 RECOGNIZE THIS  
ROOM, TOO- I DID  
A PHOTO LAY-OUT  
OF IT JUST LAST  
WEEK!

WE'RE STILL  
IN THE MUSEUM.  
IN A WING  
REMODELLED  
TO RESEMBLE  
AN ANCIENT  
EGYPTIAN  
TEMPLE!

...UNTIL TONIGHT,  
WHEN THE UNIQUE  
JUXTAPOSITION OF  
OCCULT FORCES  
AROUND THIS PLACE  
ENABLED ME TO  
REACH OUT AND  
ENSNARE A  
HOST BODY

**SOPHISTICATED  
ARTIFACTS THAT  
PRE-DATE  
MAN'S OLDEST  
RECORDED  
CIVILIZATIONS**



THIS PLACE IS LIKE A STAGE SET-- PAINT, PLYWOOD, AND 2x4'S-- BUT THE WIZ ACTS LIKE IT'S REAL!

HE PROBABLY FIGURES HE'S STILL IN-- WHAT DID HE CALL IT-- "STYGIA."



IF THAT'S THE CASE, THEN-- AS THE SAYING GOES-- WE HAVE A CHANCE.



GOTTA MOVE FAST! RED'S ALMOST COVERED BY THAT GLOP.



BLAST! NOW THE GLOP'S COMING FOR ME! TOUCH... MAKING ME SLEEPY... SO HARD TO... RESIST...

NO! I CAN'T GIVE IN!



AND I WON'T!



ROUND ONE TO ME.

ALMOST DIDN'T MAKE IT, THAT STUFF BARELY TOUCHED ME, BUT I FEEL WEAK AS A KITTEN.



CAN'T WAIT TO BUILD UP MY STRENGTH, THOUGH I'LL HAVE TO MAKE DO WITH WHAT I'VE GOT...

AND HOPE IT'S ENOUGH TO BRING DOWN THE EVER-LOVIN' HOUSE!!

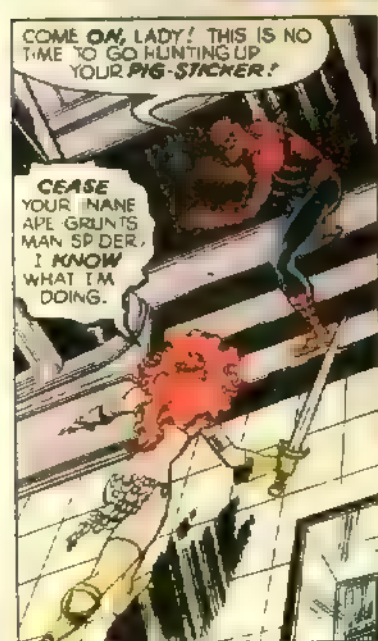
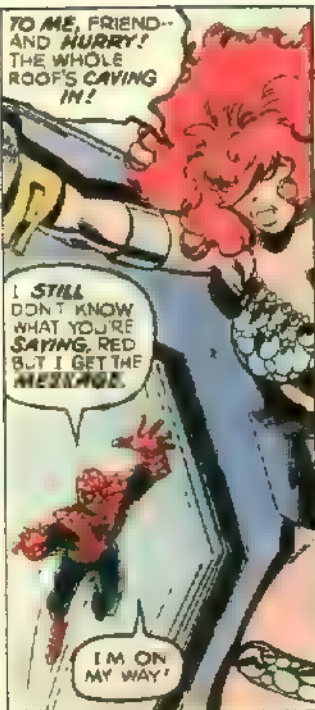
KRAKOW!

MITRA!

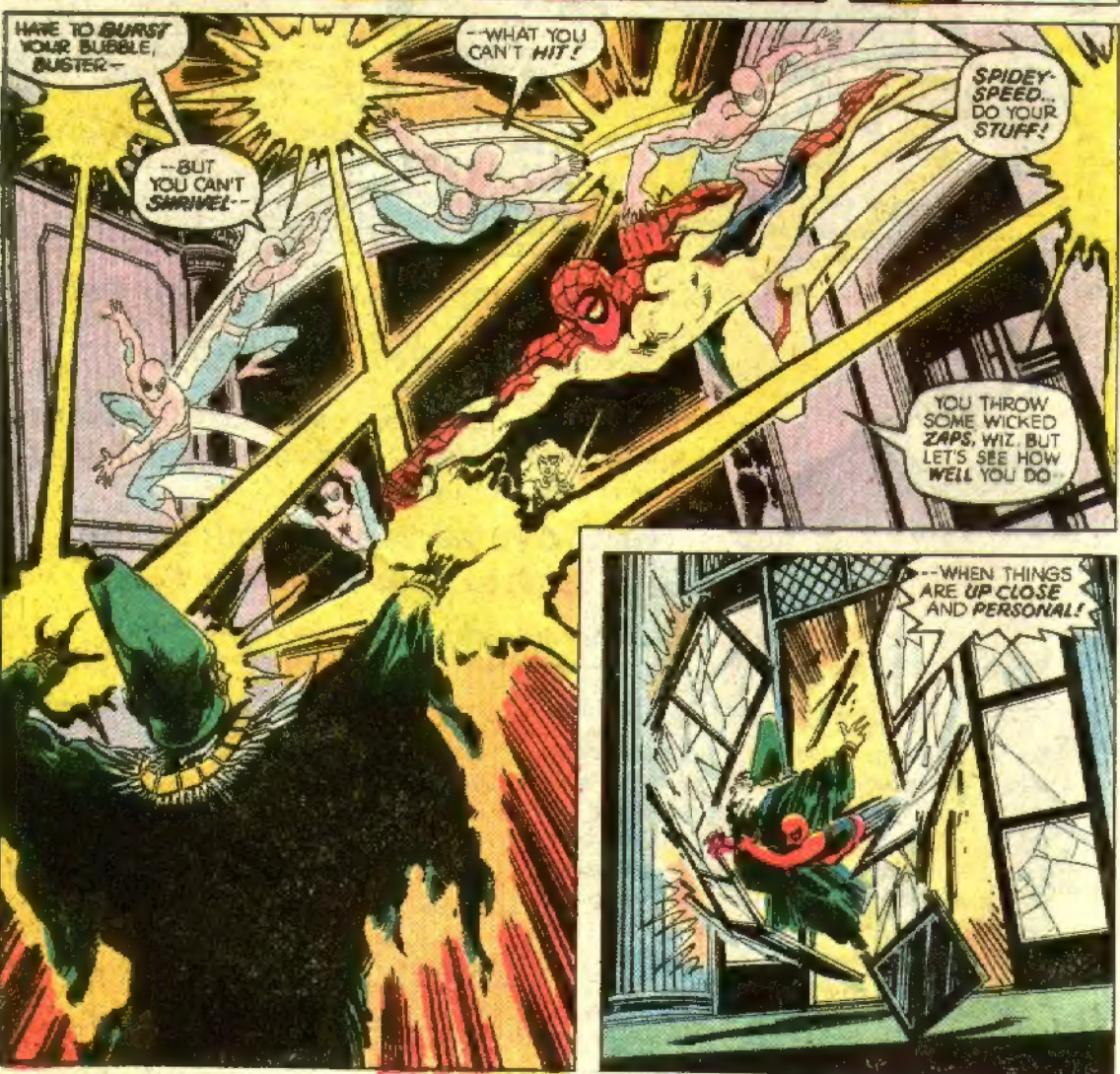
LORD OF THE OUTER DARK-- NO!!













THE IMPACT CARRIES THE TWO MEN OUT ONTO THE MUSEUM'S BROAD STEPS, AND SPIDER-MAN FINDS HIMSELF NOTING--CRAZILY--THAT THE CROWD SURE HAS GROWN SINCE HE ARRIVED.

BOTH SORCERER AND SHE-DEVIL ARE STUNNED BEYOND THOUGHT, EACH INSTINCTIVELY CALLING ON THEIR OLDEST, STRONGEST GODS...

TARIM AND ERLIK!

BY THE GREAT PYTHON!

AS THEIR DISBELIEVING EYES TAKE IN THE SIZE AND WONDERS OF THE IMPOSSIBLE CITY BEFORE THEM.



NO, PLEASE, DARK LORDS-- NO, I KNEW I HAD SLEPT A LONG TIME, BUT I NEVER DREAMED...

THE WORLD COULD CHANGE SO MUCH.



MITRA, ISHTAR... ALL YOU GODS STAND BY ME.

THE AIR-- SO FOUL IT CHOKES ME. TRULY, THIS IS A CITY OF THE DAMNED.



THAT'S RIGHT, WIZ! INSIDE THE MUSEUM WAS ILLUSION. THIS IS REALITY! YOUR WORLD IS DEAD--

HOLD HIM, COMRADE!

LET MY BLADE END THIS FIGHT!

--AND NOW, SO ARE YOU!



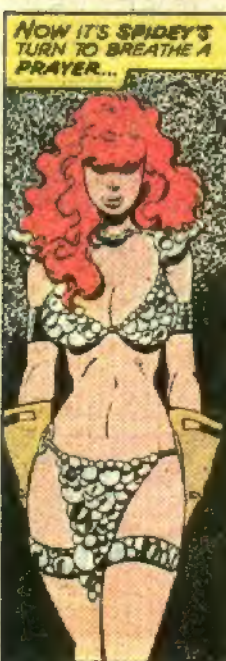
AND ONE MORE THING, BOZO! IT'S NOT "MAN-SPIDER"--

--IT'S SPIDER-MAN!

**KROM!**

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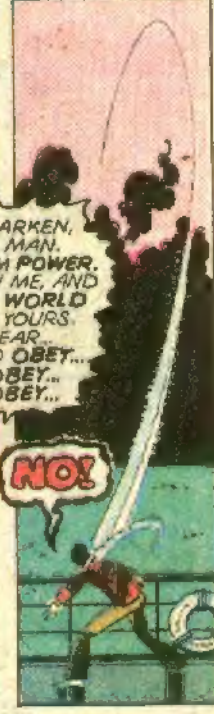
INSIDE,  
YOU MEN--  
ON THE  
DOUBLE!



ALL THE POLICE FIND. HOWEVER, IS **GUS HOVANNES**-- SITTING IN THE FOYER WITH A HEADACHE AND A SORE JAW...



DAWN, HALFWAY TO  
STATEN ISLAND...



Fin